

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

LOWENSTEIN SANDLER PC
BRUCE BUECHLER (BB 0324)
65 Livingston Avenue
Roseland, NJ 07068
973-597-2500 phone
973-597-2400 fax

- and -

STROOCK & STROOCK & LAVAN LLP
LAWRENCE ROSENTHAL
180 Maiden Lane
New York, NY 10003
212-806-5400 phone
212-806-6006 fax
Attorneys for FUJIFILM Corporation

In re:

JAZZ PHOTO CORP.,

Debtor.

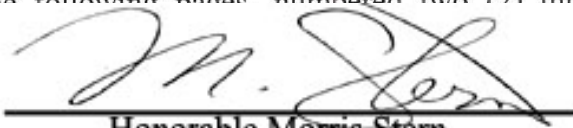
Case No. 03-26565 (MS)

Hearing Date: May 11, 2009

**ORDER (i) AUTHORIZING THE TRUSTEE TO TRANSFER
THE DEBTOR'S BOOKS AND RECORDS TO FUJIFILM CORPORATION AND (ii)
DENYING THE TRUSTEE'S MOTION TO ABANDON AND DESTROY THE
DEBTOR'S BOOKS AND RECORDS**

The relief set forth on the following pages, numbered two (2) through and
including three (3), is hereby **ORDERED**:

DATED: 5/21/2009



Honorable Morris Stern
United States Bankruptcy Judge

Debtor: Jazz Photo Corp.

Case No. 03-26565 (MS)

Caption: Order (I) Authorizing the Trustee to Transfer

The Debtor's Books and Records to FUJIFILM Corporation and (ii) Denying the Trustee's Motion to Abandon and Destroy the Debtor's Books and Records

THIS MATTER, having been brought before the Court by Cole, Schotz, Meisel, Forman and Leonard, P.A., attorneys for Edwin N. Ordway, Jr., the trustee for the Jazz Photo Corp. Liquidation Trust (the "Trustee"), in the filing of a motion to authorize the Trustee to abandon and destroy the debtor's books and records (the "Motion"), and the Court having considered the opposition filed by FUJIFILM Corporation, f/k/a Fuji Photo Film, Co., Ltd. ("Fuji") and Jack C. Benun ("Benun"), and the Court having conducted a hearing on the Motion on May 11, 2009, and for the reasons set forth by the Court on the record of the hearing held on May 11, 2009, and for good cause shown;

IT IS HEREBY ORDERED, as follows:

1. All of the Debtor's books and records, which includes computer hard drives and computer generated and stored information (collectively, the "Books and Records"), currently held at a public storage facility located at 300 Route 10, East Hanover, New Jersey, rental space A1099, shall be transferred to the control of Fuji. Fuji shall have the obligation to pay the monthly rent for the storage of the Debtor's Books and Records commencing on the first day of the month after the entry of this order and thereafter on a monthly basis.
2. The Trustee's Motion to abandon and destroy the Books and Records is hereby denied.
3. Fuji shall maintain the Books and Records at the storage facility, or move them to another storage facility if it so chooses, until the conclusion of (i) all appeals for the non-dischargeability adversary proceeding entitled Fuji Photo Film Co., Ltd. v. Jack Benun, Adv. Pro. No. 03-02615 (MS) (the "Adversary Proceeding"), and (ii) the completion of the Ribi Tech case pending in the District Court. Upon the conclusion of both the Adversary Proceeding and the Ribi Tech case, Fuji is authorized to dispose of and/or destroy the Books and Records at its

Debtor: Jazz Photo Corp.

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The Debtor's Books and Records to FUJIFILM Corporation and (ii) Denying the
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sole cost and shall provide notice of the destruction of the Books and Records to Benun and counsel for the Trustee.

4. Fuji shall provide Benun with access to review the Books and Records upon his request to counsel for Fuji at a mutually convenient date and time.